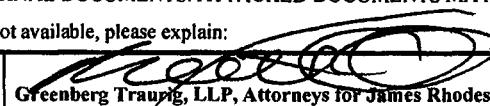


EXHIBIT A

EXHIBIT A

B 10 (Official Form 10) (12/08)

UNITED STATES BANKRUPTCY COURT SOUTHERN DISTRICT OF NEVADA		PROOF OF CLAIM
Name of Debtor: THE RHODES COMPANIES, LLC	Case Number: 09-14814-lbr	
NOTE: This form should not be used to make a claim for an administrative expense arising after the commencement of the case. A request for payment of an administrative expense may be filed pursuant to 11 U.S.C. § 503.		
Name of Creditor (the person or other entity to whom the debtor owes money or property): James Rhodes	<input type="checkbox"/> Check this box to indicate that this claim amends a previously filed claim.	
Name and address where notices should be sent: Brett A. Axelrod, Esq. GREENBERG TRAURIG, LLP 3773 Howard Hughes Parkway, Suite 400 North Las Vegas, NV 89169	Court Claim Number: (If known)	
Telephone number: (702) 792-3773	Filed on:	
Name and address where payment should be sent (if different from above):	<input type="checkbox"/> Check this box if you are aware that anyone else has filed a proof of claim relating to your claim. Attach copy of statement giving particulars.	
Telephone number:	<input type="checkbox"/> Check this box if you are the debtor or trustee in this case.	
1. Amount of Claim as of Date Case Filed: \$10,598,000.00	5. Amount of Claim Entitled to Priority under 11 U.S.C. §507(a). If any portion of your claim falls in one of the following categories, check the box and state the amount.	
If all or part of your claim is secured, complete item 4 below; however, if all of your claim is unsecured, do not complete item 4.	Specify the priority of the claim	
If all or part of your claim is entitled to priority, complete item 5.	<input type="checkbox"/> Domestic support obligations under 11 U.S.C. §507(a)(1)(A) or (a)(1)(B).	
<input type="checkbox"/> Check this box if claim includes interest or other charges in addition to the principal amount of claim. Attach itemized statement of interest or charges.	<input type="checkbox"/> Wages, salaries, or commissions (up to \$10,950*) earned within 180 days before filing of the bankruptcy petition or cessation of the debtor's business, whichever is earlier – 11 U.S.C. §507 (a)(4).	
2. Basis for Claim: Taxes owed pursuant to Credit Agreement dated as of November 21, 2005 among Heritage Land Company, LLC, The Rhodes Companies, LLC and Rhodes Ranch General Partnership and Credit Suisse and monies advanced to Greenway Partners, LLC (See instruction #2 on reverse side.)	<input type="checkbox"/> Contributions to an employee benefit plan – 11 U.S.C. §507 (a)(5).	
3. Last four digits of any number by which creditor identifies debtor:	<input type="checkbox"/> Up to \$2,425* of deposits toward purchase, lease, or rental of property or services for personal, family, or household use – 11 U.S.C. §507 (a)(7).	
3a. Debtor may have scheduled account as: (See instruction #3a on reverse side.)	<input type="checkbox"/> Taxes or penalties owed to governmental units – 11 U.S.C. §507 (a)(8).	
4. Secured Claim (See instruction #4 on reverse side.) Check the appropriate box if your claim is secured by a lien on property or a right of setoff and provide the requested information.	<input type="checkbox"/> Other – Specify applicable paragraph of 11 U.S.C. §507 (a) _____ Amount entitled to priority: \$ _____	
Nature of property or right of setoff: <input type="checkbox"/> Real Estate <input type="checkbox"/> Motor Vehicle <input checked="" type="checkbox"/> Other Describe:		
Value of Property: \$ _____	Annual Interest Rate _____	
Amount of arrearage and other charges as of time case filed included in secured claim, if any: \$ _____	Basis for perfection: _____	
Amount of Secured Claim: _____	Amount Unsecured: \$10,598,000.00	
6. Credits: The amount of all payments on this claim has been credited for the purpose of making this proof of claim.		
7. Documents: Attach redacted copies of any documents that support the claim, such as promissory notes, purchase orders, invoices, itemized statements or running accounts, contracts, judgments, mortgages, and security agreements. You may also attach a summary. Attach redacted copies of documents providing evidence of perfection of a security interest. You may also attach a summary. (See instruction 7 and definition of "redacted" on reverse side.)		
DO NOT SEND ORIGINAL DOCUMENTS. ATTACHED DOCUMENTS MAY BE DESTROYED AFTER SCANNING. If the documents are not available, please explain: _____		
Date: 7-14-09	Signature:  Greenberg Traurig, LLP, Attorneys for James Rhodes Signature: The person filing this claim must sign it. Sign and print name and title, if any, of the creditor or other person authorized to file this claim and state address and telephone number if different from the notice address above. Attach copy of power of attorney, if any.	
		FOR COURT USE ONLY FILED JUL 17 2009

By Omni Management Group, Claims Agent
 For U.S. Bankruptcy Court
 District of Nevada

B 10 (Official Form 10) (12/08) - Cont.

INSTRUCTIONS FOR PROOF OF CLAIM FORM

The instructions and definitions below are general explanations of the law. In certain circumstances, such as bankruptcy cases not filed voluntarily by the debtor, there may be exceptions to these general rules.

Items to be completed in Proof of Claim form**Court, Name of Debtor, and Case Number:**

Fill in the federal judicial district where the bankruptcy case was filed (for example, Central District of California), the bankruptcy debtor's name, and the bankruptcy case number. If the creditor received a notice of the case from the bankruptcy court, all of this information is located at the top of the notice.

Creditor's Name and Address:

Fill in the name of the person or entity asserting a claim and the name and address of the person who should receive notices issued during the bankruptcy case. A separate space is provided for the payment address if it differs from the notice address. The creditor has a continuing obligation to keep the court informed of its current address. See Federal Rule of Bankruptcy Procedure (FRBP) 2002(g).

1. Amount of Claim as of Date Case Filed:

State the total amount owed to the creditor on the date of the Bankruptcy filing. Follow the instructions concerning whether to complete items 4 and 5. Check the box if interest or other charges are included in the claim.

2. Basis for Claim:

State the type of debt or how it was incurred. Examples include goods sold, money loaned, services performed, personal injury/wrongful death, car loan, mortgage note, and credit card.

3. Last Four Digits of Any Number by Which Creditor Identifies Debtor:

State only the last four digits of the debtor's account or other number used by the creditor to identify the debtor.

3a. Debtor May Have Scheduled Account As:

Use this space to report a change in the creditor's name, a transferred claim, or any other information that clarifies a difference between this proof of claim and the claim as scheduled by the debtor.

4. Secured Claim:

Check the appropriate box and provide the requested information if the claim is fully or partially secured. Skip this section if the claim is entirely unsecured. (See DEFINITIONS, below.) State the type and the value of property that secures the claim, attach copies of lien

documentation, and state annual interest rate and the amount past due on the claim as of the date of the bankruptcy filing.

5. Amount of Claim Entitled to Priority Under 11 U.S.C. §507(a).

If any portion of your claim falls in one or more of the listed categories, check the appropriate box(es) and state the amount entitled to priority. (See DEFINITIONS, below.) A claim may be partly priority and partly non-priority. For example, in some of the categories, the law limits the amount entitled to priority.

7. Credits:

An authorized signature on this proof of claim serves as an acknowledgment that when calculating the amount of the claim, the creditor gave the debtor credit for any payments received toward the debt.

7. Documents:

Attach to this proof of claim form redacted copies documenting the existence of the debt and of any lien securing the debt. You may also attach a summary. You must also attach copies of documents that evidence perfection of any security interest. You may also attach a summary. FRBP 3001(c) and (d). Do not send original documents, as attachments may be destroyed after scanning.

Date and Signature:

The person filing this proof of claim must sign and date it. FRBP 9011. If the claim is filed electronically, FRBP 5005(a)(2), authorizes courts to establish local rules specifying what constitutes a signature. Print the name and title, if any, of the creditor or other person authorized to file this claim. State the filer's address and telephone number if it differs from the address given on the top of the form for purposes of receiving notices. Attach a complete copy of any power of attorney. Criminal penalties apply for making a false statement on a proof of claim.

DEFINITIONS**INFORMATION****Debtor**

A debtor is the person, corporation, or other entity that has filed a bankruptcy case.

Creditor

A creditor is the person, corporation, or other entity owed a debt by the debtor on the date of the bankruptcy filing. See 11 U.S.C. §101 (5). A claim may be secured or unsecured.

Claim

A claim is the creditor's right to receive payment on a debt that was owed by the debtor on the date of the bankruptcy filing. See 11 U.S.C. §101 (5). A claim may be secured or unsecured.

Proof of Claim

A proof of claim is a form used by the creditor to indicate the amount of the debt owed by the debtor on the date of the bankruptcy filing. The creditor must file the form with the clerk of the same bankruptcy court in which the bankruptcy case was filed.

Secured Claim Under 11 U.S.C. §506(a)

A secured claim is one backed by a lien on property of the debtor. The claim is secured so long as the creditor has the right to be paid from the property prior to other creditors. The amount of the secured claim cannot exceed the value of the property. Any amount owed to the creditor in excess of the value of the property is an unsecured claim. Examples of liens on property include a mortgage on real estate or a security interest in a car.

A lien may be voluntarily granted by a debtor or may be obtained through a court proceeding. In some states, a court judgment is a lien. A claim also may be secured if the creditor owes the debtor money (has a right to setoff).

Unsecured Claim

An unsecured claim is one that does not meet the requirements of a secured claim. A claim may be partly unsecured if the amount of the claim exceeds the value of the property on which the creditor has a lien.

Claim Entitled to Priority Under 11 U.S.C. §507(a)

Priority claims are certain categories of unsecured claims that are paid from the available money or property in a bankruptcy case before other unsecured claims.

Redacted

A document has been redacted when the person filing it has masked, edited out, or otherwise deleted, certain information. A creditor should redact and use only the last four digits of any social-security, individual's tax-identification, or financial-account number, all but the initials of a minor's name and only the year of any person's date of birth.

Evidence of Perfection

Evidence of perfection may include a mortgage, lien, certificate of title, financing statement, or other document showing that the lien has been filed or recorded.

Acknowledgment of Filing of Claim

To receive acknowledgment of your filing, you may either enclose a stamped self-addressed envelope and a copy of this proof of claim or you may access the court's PACER system (www.pacer.psc.uscourts.gov) for a small fee to view your filed proof of claim.

Offers to Purchase a Claim

Certain entities are in the business of purchasing claims for an amount less than the face value of the claims. One or more of these entities may contact the creditor and offer to purchase the claim. Some of the written communications from these entities may easily be confused with official court documentation or communications from the debtor. These entities do not represent the bankruptcy court or the debtor. The creditor has no obligation to sell its claim. However, if the creditor decides to sell its claim, any transfer of such claim is subject to FRBP 3001(e), any applicable provisions of the Bankruptcy Code (11 U.S.C. § 101 et seq.), and any applicable orders of the bankruptcy court.

CLAIM DETAIL

James M. Rhodes
2006 Tax Allocation
CS Entities

	Ordinary Income	Interest Income	Ordinary Dividends	Qualified Dividends	Short Gain	Long Gain	Other Deduction	Inv. Interest Expense	DPAD Deduct	Source
Heritage Land Company										
Jim's Direct Share	24,282,350		1,032,283	3,066,190	4,696	691,234	(646,132)	(52,427,512)		K-1
Jim's Share via Rhodes Ranch, LLC	808,078		34,352	102,038	157	23,003	(21,502)	(1,744,704)		K-1
Rhodes Ranch General Partnership										
Jim's Direct Share	56,572,256	923,671							(39,885)	K-1
Jim's Share via Rhodes Ranch, LLC	1,852,820	30,413							(1,313)	K-1
Rhodes Companies										
Jim's Direct Share	27,190,052								(1,283,956)	Clients Books and Jim's ITR
Total	85,615,128	26,044,512	1,066,635	3,168,228	4,853	714,237	(657,634)	(54,172,216)	(1,325,154)	
Tax Rate	0.35	0.35	0.35	0.35	0.35	0.15	0.35	0.35	0.35	
Tax Liability	29,965,295	9,115,579	373,322	1,108,880	1,699	107,136	(233,672)	(18,960,276)	(463,804)	
Total Tax Liability	21,014,159									
Total Tax Paid	(14,040,000)									
Balance Due	6,974,159									

Rhodes Companies
Book Income (Loss):
All Roll Through Sagebrush Enterprises

C&J	139,296
Jarupa	66,103
Rhodes Companies	(439,109)
Tuscany Acquisitions	30,066,338
Rhodes Realty	1,308,402
Tuscany Golf	(389,907)
Rhodes Homes AZ	659,568
Rhodes Design and Dev	438,355
Rhodes Arizona Properties	(525,648)
Tribes Holdings	1,133,585
M-1 Adjustments	
Bad Debt	233,477
Insurance	178,463
Legal and Settlements	(5,778,143)
Warranty Reserve	91,897
T&E	7,575

27,190,052

Interest and Penalties		Debt Group	Balance Percentage Due
Late Payment Penalty	1,181,331	100%	1,181,331
Estimated Tax Penalty	603,130	100%	603,130
Interest Expense	970,531	100%	970,531
Total	2,754,992		2,754,992
Tax Per Return		20,825,375	
Tax Attributed to Debt Group		21,014,159	100%
Total Tax Balance Due From Facility		6,974,159	
Total Penalty and Interest Due From Facility		2,754,992	
Total Due		9,729,151	

Form 1065 (2006) HERITAGE LAND COMPANIES

20-3612918 Page 3

Schedule K Partners' Distributive Share Items		Total amount
Income (Loss)	1 Ordinary business income (loss) (page 1, line 22)	1 0.
	2 Net rental real estate income (loss) (attach Form 8825)	2
3a	Other gross rental income (loss) 3a	3a
b	Expenses from other rental activities (attach statement) 3b	3b
c	Other net rental income (loss). Subtract line 3b from line 3a	
4	Guaranteed payments	
5	Interest income	
6	Dividends: a Ordinary dividends	6a 3,251,317.
b	Qualified dividends	6b
7	Royalties	7
8	Net short-term capital gain (loss) (attach Schedule D (Form 1065))	8 4,980.
9a	Net long-term capital gain (loss) (attach Schedule D (Form 1065))	9a 732,969.
b	Collectibles (28%) gain (loss) 9b	9b
c	Unrecaptured section 1250 gain (attach statement) 9c	9c 779.
10	Net section 1231 gain (loss) (attach Form 4797)	10
11	Other income (loss) (see instructions) Type ►	11
Self-Employment Deductions	12 Section 179 deduction (attach Form 4562)	12
13a	Contributions	13a
b	Investment interest expense	13b 55,592,917.
c	Section 59(e)(2) expenditures: (1) Type ► _____ (2) Amount ►	13c(2)
d	Other deductions (see instructions) Type ►	13d 685,143.
14a	Net earnings (loss) from self-employment	14a 0.
b	Gross farming or fishing income	14b
c	Gross nonfarm income	14c
15a	Low-income housing credit (section 42(l)(5))	15a
b	Low-income housing credit (other)	15b
c	Qualified rehabilitation expenditures (rental real estate) (attach Form 3468)	15c
d	Other rental real estate credits (see instructions) Type ►	15d
e	Other rental credits (see instructions) Type ►	15e
f	Other credits (see instructions) Type ►	15f
16a	Name of country or U.S. possession ►	16a 31,201,072.
b	Gross income from all sources	16b
c	Gross income sourced at partner level	16c 50,495.
d	Foreign gross income sourced at partnership level d Passive ► _____ e Listed categories (attach stat) ► _____ f General limitation ► Deductions allocated and apportioned at partner level	16d
g	Interest expense ► _____ h Other _____ ► Deductions allocated and apportioned at partnership level (level to foreign source income)	16g
i	Passive ► _____ j Listed categories (attach stat) ► _____ k General limitation ► i Total foreign taxes (check one): ► Paid <input checked="" type="checkbox"/> Accrued <input type="checkbox"/>	16i
m	Reduction in taxes available for credit (attach statement)	16m
n	Other foreign tax information (attach statement)	16n
Alternative Minimum Tax (AMT) Items	17a Post-1986 depreciation adjustment	17a
b	Adjusted gain or loss	17b
c	Depletion (other than oil and gas)	17c
d	Oil, gas, and geothermal properties - gross income	17d
e	Oil, gas, and geothermal properties - deductions	17e
f	Other AMT items (attach statement)	17f 368,757.
18a	Tax-exempt interest income	18a 368,757.
b	Other tax-exempt income	18b
c	Nondeductible expenses	18c
19a	Distributions of cash and marketable securities	19a 31,001,905.
b	Distributions of other property	19b
20a	Investment income	20a 30,094,366.
b	Investment expenses	20b
c	Other items and amounts (attach statement)	

1

651106

Schedule K-1
(Form 1065)For calendar year 2006, or tax
year beginning _____Department of the Treasury
Internal Revenue Service ending _____Partner's Share of Income, Deductions,
Credits, etc.

► See separate instructions.

2006

Part I Information About the Partnership

A Partnership's employer identification number

20-3612918

B Partnership's name, address, city, state, and ZIP code

HERITAGE LAND COMPANIES
4730 S. FORT APACHE, SUITE 300
LAS VEGAS, NV 89147

C IRS Center where partnership filed return

OGDEN, UT

D Check if this is a publicly traded partnership (PTP)E Tax shelter registration number, if any _____F Check if Form 8271 is attached

Part II Information About the Partner

G Partner's identifying number

34-2011869

H Partner's name, address, city, state, and ZIP code

SEDORA HOLDINGS, LLC
4730 SOUTH FORT APACHE, SUITE 300
LAS VEGAS, NV 89147I General partner or LLC member-manager Limited partner or other LLC memberJ Domestic partner Foreign partner

K What type of entity is this partner? PARTNERSHIP

L Partner's share of profit, loss, and capital:

	Beginning	Ending
Profit	94,3061000%	94,3061000%
Loss	94,3061000%	94,3061000%
Capital	94,3061000%	94,3061000%

M Partner's share of liabilities at year end:

Nonrecourse	\$	
Qualified nonrecourse financing	\$	489,653,574.
Recourse	\$	0.

N Partner's capital account analysis:

Beginning capital account	\$	-132,719,769.
Capital contributed during the year	\$	
Current year increase (decrease)	\$	-20,752,447.
Withdrawals & distributions	\$	29,236,784.
Ending capital account	\$	-182,709,000.

Tax basis GAAP Section 704(b) book
 Other (explain) _____

Final K-1	Amended K-1	OMB No. 1545-0099
Part III Partner's Share of Current Year Income, Deductions, Credits, and Other Items		
1 Ordinary business income (loss)	16 Credits	
0.		
2 Net rental real estate income (loss)	16 Foreign transactions	
	B 29,424,514.	
	C 47,620.	
	D 9,524.	
3 Other net rental income (loss)		
	E	
4 Guaranteed payments		
	F	
5 Interest income		
24,282,350.	G	
6a Ordinary dividends		
4,098,473.	H	
6b Qualified dividends		
3,066,190.	I*	347,760.
7 Royalties		
	J	
8 Net short-term capital gain (loss)		
4,696.	K*	
9a Net long-term capital gain (loss)		
691,234.	L	
9b Collectibles (28%) gain (loss)		
	M	
9c Unrecaptured sec 1250 gain		
735.	N	
10 Net section 1231 gain (loss)		
	O	28,380,823.
	P*	735.
11 Other income (loss)		
	Q	
12 Section 179 deduction		
	R	
13 Other deductions		
G 52,427,512.	S*	
V*	T	
14 Self-employment earnings (loss)		
A 0.	U	

*See attached statement for additional information.

For IRS Use Only

HERITAGE LAND COMPANIES

20-3612918

SCHEDULE K-1 OTHER DEDUCTIONS, BOX 13, CODE V

DESCRIPTION	AMOUNT	PARTNER FILING INSTRUCTIONS
PROPERTY TAXES	460,439.	
BANK FEES	946.	
ACCOUNTING	32,757.	
LICENSES AND TAXES	95,689.	
LEGAL	19,928.	
CONSULTING	36,373.	

SCHEDULE K-1 OTHER ALTERNATIVE MINIMUM TAX (AMT)
ITEMS, BOX 17, CODE F

DESCRIPTION	AMOUNT	PARTNER FILING INSTRUCTIONS
ADJUSTED CURRENT EARNINGS	347,760.	SEE FORM 4626 ACE WORKSHEET INSTRUCTIONS

SCHEDULE K-1 TAX EXEMPT INTEREST, BOX 18, CODE A

DESCRIPTION	AMOUNT	PARTNER FILING INSTRUCTIONS
MERRILL LYNCH	317,937.	SEE PARTNER INSTRUCTIONS FOR K-1 (MAY BE TAXABLE BY STATE)
MERRILL LYNCH	23,082.	SEE PARTNER INSTRUCTIONS FOR K-1 (MAY BE TAXABLE BY STATE)
MERRILL LYNCH	6,741.	SEE PARTNER INSTRUCTIONS FOR K-1 (MAY BE TAXABLE BY STATE)

SCHEDULE K-1 OTHER INFORMATION, BOX 20, CODE W

DESCRIPTION	AMOUNT	PARTNER FILING INSTRUCTIONS
UNRECAP. SEC. 1250 GAIN INCLUDED IN LINE 9C FROM DIVIDENDS	735.	LINE 11 OF WORKSHEET FOR SCH D, LINE 19

HERITAGE LAND COMPANIES

20-3612918

SCHEDULE K-1 CURRENT YEAR INCREASES (DECREASES)

DESCRIPTION	AMOUNT	TOTALS
INTEREST INCOME	24,282,350.	
DIVIDEND INCOME	4,098,473.	
SHORT-TERM CAPITAL GAIN (LOSS)	4,696.	
LONG-TERM CAPITAL GAIN (LOSS)	691,234.	
SCHEDULE K-1 INCOME SUBTOTAL		29,076,753.
INTEREST EXPENSE ON INVESTMENT DEBTS	-52,427,512.	
OTHER DEDUCTIONS	-646,132.	
FOREIGN TAXES	-9,524.	
SCHEDULE K-1 DEDUCTIONS SUBTOTAL		-53,083,168.
TAX-EXEMPT INTEREST INCOME	347,760.	
HEDGING TRANSACTIONS	2,925,069.	
OTHER BOOK / TAX EXPENSE DIFFERENCES	-18,861.	
OTHER INCREASES OR DECREASES SUBTOTAL		3,253,968.
TOTAL TO SCHEDULE K-1, ITEM N		-20,752,447.

**Schedule K-1
(Form 1065)**

For calendar year 2006, or tax year beginning _____
Department of the Treasury Internal Revenue Service ending _____

Partner's Share of Income, Deductions, Credits, etc.

► See separate instructions.

Part I Information About the Partnership

A Partnership's employer identification number
20-3612918

B Partnership's name, address, city, state, and ZIP code
**HERITAGE LAND COMPANIES
4730 S. FORT APACHE, SUITE 300
LAS VEGAS, NV 89147**

C IRS Center where partnership filed return
OGDEN, UT

D Check if this is a publicly traded partnership (PTP)
E Tax shelter registration number, if any _____
F Check if Form 8271 is attached

Part II Information About the Partner

G Partner's identifying number
83-0381496

H Partner's name, address, city, state, and ZIP code
**RHODES RANCH, LLC
4730 SOUTH FORT APACHE, SUITE 300
LAS VEGAS, NV 89147**

I General partner or LLC member-manager Limited partner or other LLC member
J Domestic partner Foreign partner
K What type of entity is this partner? **PARTNERSHIP**

L Partner's share of profit, loss, and capital:

Beginning	Ending
Profit 5.6939000%	5.6939000%
Loss 5.6939000%	5.6939000%
Capital 5.6939000%	5.6939000%

M Partner's share of liabilities at year end:

Nonrecourse	\$
Qualified nonrecourse financing	29,563,713
Recourse	0.

N Partner's capital account analysis:

Beginning capital account	\$ -8,013,448
Capital contributed during the year	\$
Current year increase (decrease)	-1,252,965
Withdrawals & distributions	1,765,121
Ending capital account	-11,031,534

Tax basis GAAP Section 704(b) book
 Other (explain) _____

OMB No. 1545-0099

Part III Partner's Share of Current Year Income, Deductions, Credits, and Other Items

1 Ordinary business income (loss)	15 Credits
2 Net rental real estate income (loss)	0.
3 Other net rental income (loss)	18 Foreign transactions B 1,776,558. C 2,875.
4 Guaranteed payments	575.
5 Interest income	1,466,090.
6a Ordinary dividends	17 Alternative min tax (AMT) items F* 20,997.
6b Qualified dividends	185,127.
7 Royalties	19 Tax-exempt income and nondeductible expenses A* STMT
8a Net short-term capital gain (loss)	284.
8b Net long-term capital gain (loss)	41,735.
9a Unrecaptured sec 1250 gain	44.
10 Net section 1231 gain (loss)	20 Other information A 1,713,543. W* 44.
11 Other income (loss)	19 Distributions A 1,765,121.
12 Section 179 deduction	13 Other deductions G 3,165,405. V* STMT
14 Self-employment earnings (loss)	15 IRS Use Only A 0.

*See attached statement for additional information.

Sim's share = .551179

JWA For Privacy Act and Paperwork Reduction Act Notice, see Instructions for Form 1065.

Schedule K-1 (Form 1065) 2006

HERITAGE LAND COMPANIES

20-3612918

SCHEDULE K-1 OTHER DEDUCTIONS, BOX 13, CODE V

DESCRIPTION	AMOUNT	PARTNER FILING INSTRUCTIONS
PROPERTY TAXES	27,800.	
BANK FEES	57.	
ACCOUNTING	1,978.	
LICENSES AND TAXES	5,777.	
LEGAL	1,203.	
CONSULTING	2,196.	

SCHEDULE K-1 OTHER ALTERNATIVE MINIMUM TAX (AMT) ITEMS, BOX 17, CODE F

DESCRIPTION	AMOUNT	PARTNER FILING INSTRUCTIONS
ADJUSTED CURRENT EARNINGS	20,997.	SEE FORM 4626 ACE WORKSHEET INSTRUCTIONS

SCHEDULE K-1 TAX EXEMPT INTEREST, BOX 18, CODE A

DESCRIPTION	AMOUNT	PARTNER FILING INSTRUCTIONS
MERRILL LYNCH	19,196.	SEE PARTNER INSTRUCTIONS FOR K-1 (MAY BE TAXABLE BY STATE)
MERRILL LYNCH	1,394.	SEE PARTNER INSTRUCTIONS FOR K-1 (MAY BE TAXABLE BY STATE)
MERRILL LYNCH	407.	SEE PARTNER INSTRUCTIONS FOR K-1 (MAY BE TAXABLE BY STATE)

SCHEDULE K-1 OTHER INFORMATION, BOX 20, CODE W

DESCRIPTION	AMOUNT	PARTNER FILING INSTRUCTIONS
UNRECAP. SEC. 1250 GAIN INCLUDED IN LINE 9C FROM DIVIDENDS		44. LINE 11 OF WORKSHEET FOR SCH D, LINE 19

HERITAGE LAND COMPANIES

20-3612918

SCHEDULE K-1 CURRENT YEAR INCREASES (DECREASES)

DESCRIPTION	AMOUNT	TOTALS
INTEREST INCOME	1,466,090.	
DIVIDEND INCOME	247,453.	
SHORT-TERM CAPITAL GAIN (LOSS)	284.	
LONG-TERM CAPITAL GAIN (LOSS)	41,735.	
SCHEDULE K-1 INCOME SUBTOTAL		1,755,562.
INTEREST EXPENSE ON INVESTMENT DEBTS	-3,165,405.	
OTHER DEDUCTIONS	-39,011.	
FOREIGN TAXES	-575.	
SCHEDULE K-1 DEDUCTIONS SUBTOTAL		-3,204,991.
TAX-EXEMPT INTEREST INCOME	20,997.	
HEDGING TRANSACTIONS	176,606.	
OTHER BOOK / TAX EXPENSE DIFFERENCES	-1,139.	
OTHER INCREASES OR DECREASES SUBTOTAL		196,464.
TOTAL TO SCHEDULE K-1, ITEM N		-1,252,965.

Foreign Taxes

Name of partnership/corporation	Employer identification number
HERITAGE LAND COMPANIES	20-3612918
a Name of foreign country or U.S. possession	
b Total gross income sourced at shareholder/partner level	2,875.
c Total gross income sourced at corporate/partnership level:	
(1) General limitation income	
(2) Passive source	
(3) High withholding tax interest	
(4) Financial services income	
(5) Shipping income	
(6) Dividends from a DISC	
(7) Distributions from an FSC	
(8) Lump-sum distributions	
(9) Section 901(j) income	
(10) Income re-sourced by treaty	
(11) U.S. source	
d Deductions allocated and apportioned at shareholder/partner level:	
(1) Interest expense	
(2) Other	
e Deductions allocated and apportioned at corporate/partnership level:	
(1) General limitation income	
(2) Passive source	
(3) High withholding tax interest	
(4) Financial services income	
(5) Shipping income	
(6) Dividends from a DISC	
(7) Distributions from an FSC	
(8) Lump-sum distributions	
(9) Section 901(j) income	
(10) Income re-sourced by treaty	
(11) U.S. source	
f Total foreign taxes - <input checked="" type="checkbox"/> Paid <input type="checkbox"/> Accrued	575.
g Reduction in taxes available for credit	

**Worksheet for Adjusted Current Earnings Adjustments
for Corporate and Partnership Partners**

Name of partnership	Employer identification number
1. Additions to AMTI:	
a. Depreciation recomputed for AMT purposes	
b. Tax-exempt interest income	20,997.
c. Amortization of organizational expenditures	
d. Depletion for post-1989 properties	
e. Intangible drilling costs deducted from AMTI	
f. Total additions to AMTI	20,997.
2. Deductions:	
a. Depreciation recomputed for ACE purposes	
b. Depletion recomputed for ACE purposes	
c. ACE intangible drilling costs	
d. Total deductions	
3. Other adjustments:	
a. Basis adjustments from sales or exchanges	
b. Other adjustments	
c. Total other adjustments	
4. Total adjustments to AMTI for ACE calculation. Combine lines 1, 2d and 3c	20,997.

Form 1065 (2006) RHODES RANCH GENERAL PARTNERSHIP

88-0391760 Page 3

Schedule K Partners' Distributive Share Items		Total amount
Income (Loss)	1 Ordinary business income (loss) (page 1, line 22)	1 59,633.814.
	2 Net rental real estate income (loss) (attach Form 8825)	2
	3a Other gross rental income (loss)	3a
	b Expenses from other rental activities (attach statement)	3b
	c Other net rental income (loss). Subtract line 3b from line 3a	
	4 Guaranteed payments	
	5 Interest income	SEE STATEMENT 4
	6 Dividends: a Ordinary dividends	
	b Qualified dividends	6b
	7 Royalties	
	B Net short-term capital gain (loss) (attach Schedule D (Form 1065))	
	9a Net long-term capital gain (loss) (attach Schedule D (Form 1065))	
	b Collectibles (28%) gain (loss)	9b
	c Unrecaptured section 1250 gain (attach statement)	
	10 Net section 1231 gain (loss) (attach Form 4797)	
	11 Other income (loss) (see instructions) Type ►	
Deductions	12 Section 179 deduction (attach Form 4662)	
	13a Contributions	
	b Investment interest expense	
	c Section 59(e)(2) expenditures: (1) Type ► (2) Amount ►	13e(2)
	d Other deductions (see instructions) Type ►	
Self-Employment	14a Net earnings (loss) from self-employment	14a 3,361,558.
	b Gross farming or fishing income	14b
	c Gross nonfarm income	14c 3,444,182.
Credits	15a Low-income housing credit (section 42)(b)(5)	15a
	b Low-income housing credit (other)	15b
	c Qualified rehabilitation expenditures (rental real estate) (attach Form 3468)	15c
	d Other rental real estate credits (see instructions) Type ►	15d
	e Other rental credits (see instructions) Type ►	15e
	f Other credits (see instructions) Type ►	15f
Foreign Transactions	16a Name of country or U.S. possession ►	
	b Gross income from all sources	16b
	c Gross income sourced at partner level	16c
	d Passive ► e Listed categories (attach stat.) ► f General limitation ►	16f
	g Deductions allocated and apportioned at partner level	
	h Interest expense ► i Other	16h
	j Deductions allocated and apportioned at partnership level to foreign source income	
	k Total foreign taxes (check one): ► Paid <input type="checkbox"/> Accrued <input type="checkbox"/> l Other	16k
	m Reduction in taxes available for credit (attach statement)	16l
	n Other foreign tax information (attach statement)	16m
Alternative Minimum Tax (AMT) Items	17a Post-1986 depreciation adjustment	17a 163,089.
	b Adjusted gain or loss	17b
	c Depletion (other than oil and gas)	17c
	d Oil, gas, and geothermal properties - gross income	17d
	e Oil, gas, and geothermal properties - deductions	17e
	f Other AMT items (attach statement)	17f
Other Information	18a Tax-exempt interest income	18a
	b Other tax-exempt income	18b
	c Nondeductible expenses	18c
	19a Distributions of cash and marketable securities	19a
	b Distributions of other property	19b
	20a Investment income	20a 978,849.
	b Investment expenses	20b
	c Other items and amounts (attach statement)	STATEMENT 5

Schedule K-1
(Form 1065)Department of the Treasury
Internal Revenue ServicePartner's Share of Income, Deductions,
Credits, etc.

► See separate instructions.

2006**Part I Information About the Partnership**

A Partnership's employer identification number 88-0391760	4 Guaranteed payments
B Partnership's name, address, city, state, and ZIP code RHODES RANCH GENERAL PARTNERSHIP 4730 SOUTH FORT APACHE, SUITE 300 LAS VEGAS, NV 89147	5 Interest income 923,671.
C IRS Center where partnership filed return OGDEN, UT	6a Ordinary dividends
D <input type="checkbox"/> Check if this is a publicly traded partnership (PTP)	6b Qualified dividends A 153,896.
E <input type="checkbox"/> Tax shelter registration number, if any _____	7 Royalties
F <input type="checkbox"/> Check if Form 8271 is attached	8 Net short-term capital gain (loss)

Part II Information About the Partner

G Partner's identifying number 88-0388637	9a Collectibles (28%) gain (loss)
H Partner's name, address, city, state, and ZIP code SAGEBRUSH ENTERPRISES, INC. 4730 SOUTH FORT APACHE, SUITE 300 LAS VEGAS, NV 89147	9b Unrecaptured sec 1250 gain
I <input checked="" type="checkbox"/> General partner or LLC member-manager	10 Net section 1231 gain (loss)
J <input checked="" type="checkbox"/> Domestic partner	11 Other income (loss)
K What type of entity is this partner? CORPORATION	12 Section 179 deduction

L Partner's share of profit, loss, and capital: Beginning	Ending
Profit 94.363%	94.3630000%
Loss 94.353%	94.3630000%
Capital 94.363%	94.3630000%
M Partner's share of liabilities at year end:	
Nonrecourse	\$
Qualified nonrecourse financing	\$
Recourse	\$ 6,486,883.

N Partner's capital account analysis:	
Beginning capital account	\$ 61,196,381.
Capital contributed during the year	\$ 11,897.
Current year increase (decrease)	\$ 56,974,014.
Withdrawals & distributions	\$
Ending capital account	\$ 118,182,292.

Tax basis GAAP Section 704(b) book
 Other (explain) _____

JWA For Privacy Act and Paperwork Reduction Act Notice, see Instructions for Form 1065.

Final K-1	Amended K-1	OMB No. 1545-0099
Part III Partner's Share of Current Year Income, Deductions, Credits, and Other Items		
1 Ordinary business income (loss) 56,272,256.	15 Credits	
2 Net rental real estate income (loss)		
3 Other net rental income (loss)	16 Foreign transactions	
4 Guaranteed payments		
5 Interest income 923,671.		
6a Ordinary dividends		
6b Qualified dividends A 153,896.		
7 Royalties		
8 Net short-term capital gain (loss)	18 Tax-exempt income and nondeductible expenses	
9a Net long-term capital gain (loss)		
9b Collectibles (28%) gain (loss)	19 Distributions	
9c Unrecaptured sec 1250 gain		
10 Net section 1231 gain (loss) A 923,671.		
11 Other income (loss)		
12 Section 179 deduction		
13 Other deductions G* STMT		
14 Self-employment earnings (loss)		
*See attached statement for additional information.		
For IRS Use Only		

RHODES RANCH GENERAL PARTNERSHIP

88-0391760

**SCHEDULE K-1 DOMESTIC PRODUCTION ACTIVITY INFORMATION
INFORMATION, BOX 13, CODE S**

DESCRIPTION	AMOUNT	PARTNER FILING INSTRUCTIONS
DPAD NET INCOME	23,757,718.	
DPAD GROSS WAGES	1,329,503.	

SCHEDULE K-1 CURRENT YEAR INCREASES (DECREASES)

DESCRIPTION	AMOUNT	TOTALS
ORDINARY INCOME (LOSS)	56,272,256.	
INTEREST INCOME	923,671.	
SCHEDULE K-1 INCOME SUBTOTAL		57,195,927.
DEPRECIATION ON BOOKS AND NOT ON RETURN	-153,865.	
GOLF COURSE OPERATING EXPENSES	-786.	
LITIGATION SETTLEMENT	-67,262.	
OTHER INCREASES OR DECREASES SUBTOTAL		-221,913.
TOTAL TO SCHEDULE K-1, ITEM N		56,974,014.

SCHEDULE K-1 FOOTNOTES

SECTION 743(B) ADJUSTMENT TO ORDINARY INCOME	-13,168,117.
--	--------------

651106

Schedule K-1
(Form 1065)For calendar year 2006, or tax
year beginning _____
year ending _____Partner's Share of Income, Deductions,
Credits, etc.

► See separate instructions.

2006

Part I Information About the Partnership

A Partnership's employer identification number
88-0391760

B Partnership's name, address, city, state, and ZIP code

**RHODES RANCH GENERAL, PARTNERSHIP
4730 SOUTH FORT APACHE, SUITE 300
LAS VEGAS, NV 89147**

C IRS Center where partnership filed return

OGDEN, UTD Check if this is a publicly traded partnership (PTP)E Tax shelter registration number, if any _____F Check if Form 8271 is attached

Part II Information About the Partner

G Partner's identifying number

83-0381496

H Partner's name, address, city, state, and ZIP code

**RHODES RANCH LLC
4730 SOUTH FORT APACHE, SUITE 300
LAS VEGAS, NV 89147**I General partner or LLC member-manager Limited partner or other LLC memberJ Domestic partner Foreign partnerK What type of entity is this partner? **PARTNERSHIP**

L Partner's share of profit, loss, and capital:

	Beginning	Ending
Profit	5.637%	5.6370000%
Loss	5.637%	5.6370000%
Capital	5.637%	5.6370000%

M Partner's share of liabilities at year end:

Nonrecourse	\$
Qualified nonrecourse financing	\$
Recourse	\$ 387,510.

N Partner's capital account analysis:

Beginning capital account	\$ 3,443,897.
Capital contributed during the year	\$ 711.
Current year increase (decrease)	\$ 3,403,480.
Withdrawals & distributions	\$
Ending capital account	\$ 6,848,088.

Tax basis GAAP Section 704(b) book
 Other (explain) _____

JWA For Privacy Act and Paperwork Reduction Act Notice, see Instructions for Form 1065.

Final K-1	Amended K-1	OMB No. 1545-0099
Part III Partner's Share of Current Year Income, Deductions, Credits, and Other Items		
1 Ordinary business income (loss)	15 Credits	
3,361,558.		
2 Net rental real estate income (loss)		
	16 Foreign transactions	
3 Other net rental income (loss)		
	4 Guaranteed payments	
5 Interest income		
55,178.		
6a Ordinary dividends		
	17 Alternative min tax (AMT) items	
	A 9,193.	
6b Qualified dividends		
	7 Royalties	
8 Net short-term capital gain (loss)		
	18 Tax-exempt income and nondeductible expenses	
9a Net long-term capital gain (loss)		
	9b Collectibles (28%) gain (loss)	
	19 Distributions	
9c Unrecaptured sec 1250 gain		
	20 Other information	
	A 55,178.	
10 Net section 1231 gain (loss)		
	11 Other income (loss)	
	12 Section 179 deduction	
13 Other deductions		
S*	STMT	
14 Self-employment earnings (loss)		
A 3,361,558.		
C 3,444,182.		
*See attached statement for additional information.		
For IRS Use Only		

Jims share equals
• 551179

Schedule K-1 (Form 1065) 2006

RHODES RANCH GENERAL PARTERSHIP

88-0391760

**SCHEDULE K-1 DOMESTIC PRODUCTION ACTIVITY INFORMATION
INFORMATION, BOX 13, CODE S**

DESCRIPTION	AMOUNT	PARTNER FILING INSTRUCTIONS
DPAD NET INCOME	1,419,224.	
DPAD GROSS WAGES	79,421.	

SCHEDULE K-1 CURRENT YEAR INCREASES (DECREASES)

DESCRIPTION	AMOUNT	TOTALS
ORDINARY INCOME (LOSS)	3,361,558.	
INTEREST INCOME	55,178.	
SCHEDULE K-1 INCOME SUBTOTAL		3,416,736.
DEPRECIATION ON BOOKS AND NOT ON RETURN	-9,191.	
GOLF COURSE OPERATING EXPENSES	-47.	
LITIGATION SETTLEMENT	-4,018.	
OTHER INCREASES OR DECREASES SUBTOTAL		-13,256.
TOTAL TO SCHEDULE K-1, ITEM N		3,403,480.

Schedule K-1
(Form 1065)For calendar year 2006, or tax
year beginning _____
and ending _____Partner's Share of Income, Deductions,
Credits, etc.

► See separate instructions.

2006

A Partnership's employer identification number
83-0381496B Partnership's name, address, city, state, and ZIP code
**RHODES RANCH LLC
4730 SOUTH FORT APACHE
LAS VEGAS, NV 89147**C IRS Center where partnership filed return
OGDEN, UT

D Check if this is a publicly traded partnership (PTP)
 E Tax shelter registration number, if any _____
 F Check if Form 8271 is attached

Part II Information About the Partner

G Partner's identifying number
88-0388637H Partner's name, address, city, state, and ZIP code
**SAGEBRUSH ENTERPRISES INC
4730 SOUTH FORT APACHE, SUITE 300
LAS VEGAS, NV 89147**

I General partner or LLC member-managed
 Limited partner or other LLC member

J Domestic partner
 Foreign partner

K What type of entity is this partner? **CORPORATION**

L Partner's share of profit, loss, and capital:

	Beginning	Ending
Profit	55.1179000%	55.1179000%
Loss	55.1179000%	55.1179000%
Capital	55.1179000%	55.1179000%

M Partner's share of liabilities at year end:

Nonrecourse	\$ 201,955.
Qualified nonrecourse financing	\$ 16,294,898.
Recourse	\$ 0.

N Partner's capital account analysis:

Beginning capital account	\$ 4,672,424.
Capital contributed during the year	\$ 661.
Current year increase (decrease)	\$ 1,186,231.
Withdrawals & distributions	\$ 4,569,786.
Ending capital account	\$ 1,289,530.

Tax basis GAAP Section 704(b) book
 Other (explain) _____

JWA For Privacy Act and Paperwork Reduction Act Notice, see Instructions for Form 1065.

Final K-1	Amended K-1	OMB No. 1545-0099
Part III Partner's Share of Current Year Income, Deductions, Credits, and Other Items		
1 Ordinary business income (loss)	1,852,820.	15 Credits
2 Net rental real estate income (loss)	1,779.	
16 Foreign transactions		
A VARIOUS	2,919,345.	
B 1,585.	317.	
4 Guaranteed payments	839,108.	
5 Interest income	136,391.	
6a Ordinary dividends	102,038.	17 Alternative min tax (AMT) items
6b Qualified dividends	157.	A 5,067.
7 Royalties	11,573.	
8 Net short-term capital gain (loss)	77,517.	18 Tax-exempt income and nondeductible expenses
9a Net long-term capital gain (loss)	24.	A* 4,569,786.
9b Collectibles (20%) gain (loss)	24.	
9c Unrecaptured sec 1250 gain	10.	20 Other information
10 Net section 1231 gain (loss)	975,500.	A 24.
11 Other income (loss)	W*	
12 Section 179 deduction	*See attached statement for additional information.	
13 Other deductions	STMT	
G 1,779,119.	V*	
S* STMT	14 Self-employment earnings (loss)	

For IRS Use Only

Schedule K-1 (Form 1065) 2006

RHODES RANCH LLC

83-0381496

**SCHEDULE K-1 DOMESTIC PRODUCTION ACTIVITY INFORMATION
INFORMATION, BOX 13, CODE S**

DESCRIPTION	AMOUNT	PARTNER FILING INSTRUCTIONS
DPAD NET INCOME	782,246.	
DPAD GROSS WAGES	43,775.	

SCHEDULE K-1 OTHER DEDUCTIONS, BOX 13, CODE V

DESCRIPTION	AMOUNT	PARTNER FILING INSTRUCTIONS
ACCOUNTING - HERITAGE	2,995.	
PROPERTY TAXES - TAPE MEASURE	2,818.	
LICENSES - TAPE MEASURE	6.	
PROPERTY TAXES - TOCK LP	5,722.	
PROPERTY TAXES - HERITAGE	15,323.	
LICENSES - HERITAGE	3,184.	
ACCOUNTING AND CONSULTING -		
TAPEMEASURE	195.	
PROPERTY TAXES - GYPSUM	11,400.	
ACCOUNTING FEES- GYPSUM	84.	

SCHEDULE K-1 TAX EXEMPT INTEREST, BOX 18, CODE A

DESCRIPTION	AMOUNT	PARTNER FILING INSTRUCTIONS
TAX-EXEMPT INTEREST - PASSTHROUGH	11,573.	SEE PARTNER INSTRUCTIONS FOR K-1 (MAY BE TAXABLE BY STATE)

SCHEDULE K-1 OTHER INFORMATION, BOX 20, CODE W

DESCRIPTION	AMOUNT	PARTNER FILING INSTRUCTIONS
SPECIAL BASIS ADJUSTMENTS - PASSTHROUGH	24.	SEE PARTNER INSTRUCTIONS FOR K-1

RHODES RANCH LLC

83-0381496

SCHEDULE K-1	CURRENT YEAR INCREASES (DECREASES)	
DESCRIPTION	AMOUNT	TOTALS
ORDINARY INCOME (LOSS)	1,852,820.	
RENTAL REAL ESTATE INCOME (LOSS)	1,779.	
INTEREST INCOME	839,108.	
DIVIDEND INCOME	136,391.	
SHORT-TERM CAPITAL GAIN (LOSS)	157.	
LONG-TERM CAPITAL GAIN (LOSS)	77,517.	
SCHEDULE K-1 INCOME SUBTOTAL		2,907,772.
INTEREST EXPENSE ON INVESTMENT DEBTS	-1,779,119.	
OTHER DEDUCTIONS	-41,727.	
FOREIGN TAXES	-317.	
SCHEDULE K-1 DEDUCTIONS SUBTOTAL		-1,821,163.
TAX-EXEMPT INTEREST INCOME	11,573.	
HEDGING TRANSACTIONS	96,714.	
OTHER BOOK / TAX EXPENSE DIFFERENCES	-8,665.	
OTHER INCREASES OR DECREASES SUBTOTAL		99,622.
TOTAL TO SCHEDULE K-1, ITEM N		1,186,231.

Foreign Taxes

Name of partnership/corporation	Employer identification number
RHODES RANCH LLC	83-0381496
a Name of foreign country or U.S. possession	VARIOUS
b Total gross income sourced at shareholder/partner level	1,585.
b Total gross income sourced at corporate/partnership level:	
(1) General limitation income	
(2) Passive source	
(3) High withholding tax interest	
(4) Financial services income	
(5) Shipping income	
(6) Dividends from a DISC	
(7) Distributions from an FSC	
(8) Lump-sum distributions	
(9) Section 901(j) income	
(10) Income re-sourced by treaty	
(11) U.S. source	
d Deductions allocated and apportioned at shareholder/partner level:	
(1) Interest expense	
(2) Other	
e Deductions allocated and apportioned at corporate/partnership level:	
(1) General limitation income	
(2) Passive source	
(3) High withholding tax interest	
(4) Financial services income	
(5) Shipping income	
(6) Dividends from a DISC	
(7) Distributions from an FSC	
(8) Lump-sum distributions	
(9) Section 901(j) income	
(10) Income re-sourced by treaty	
(11) U.S. source	
f Total foreign taxes - <input checked="" type="checkbox"/> Paid <input type="checkbox"/> Accrued	317.
g Reduction in taxes available for credit	